

UNIFORM LIMITED OFFERING EXEMPTION

1135856

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30,2008
Estimated average burden
hours per response.....16.00

SEC USE ONLY
Pretix Social



lame of Offering (check if this is an amendment and name has changed, and indicate change.)											
Plexible Premium Variable Universal Group Life Insurance Policy-PPL1171,1218,1219 & 1239											
filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)											
Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA											
A. BASIC IDENTIFICATION DATA											
. Enter the information requested about the issuer											
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)											
Nationwide Private Placement Variable Account											
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)											
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111											
Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Including Area Code) Code) (if different from Executive Offices)											
Brief Description of Business											
Variable Insurance Products PROCESS	ΞΟ										
Type of Business Organization											
corporation Imited partnership, already formed other (please specify) APR 17 2007	7										
business trust limited partnership, to be formed lensurance Company Separate Account THOMSON											
Year Actual or Estimated Date of Incorporation or Organization Month Year FINANCIAL											
[05] [98] Actual Estimated											
furisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]											

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.



This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.				
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432)		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.				
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432)		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.				•
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432)		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Mille de Lombera, Martha J.				
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432		Code)		

Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Jurgensen, W.G.				
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Marshall, Lydia M.				
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) McWhorter, Donald L.				
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)		
(Use blank sho	et, or copy and use additi	onal copies of this sheet,	as necessary)	
	B. INFORMATION	ABOUT OFFERING		
 Has the issuer sold, or does the is What is the minimum investment Does the offering permit joint ow Enter the information requested findirectly, any commission or sin 	Answer also in Apport that will be accepted for the accepted for each person who has	endix, Column 2, if fil from any individual? t?s s been or will be paid	or given, direc	DE.
sales of securities in the offering. or dealer registered with the SEC more than five (5) persons to be I	and/or with a state or sisted are associated per	states, list the name of	the broker or	dealer. If
forth the information for that bro Full Name (Last name first, if individual)	cer or dealer only.			
Sanders, Jennifer Business or Residence Address (Number a 633 W. Fifth Street, Los Angeles CA 9007		Code)		
Name of Associated Broker or Dealer				
States in Which Person Listed Has Solicite (Check "All States" or check ind				All States
AL AK AZ AR	CO	CT DE D	C FL	GA HI ID
IL IN IA KS	KY LA	ME MD N	1A MI	MN MS MO
MT NE NV NH	NJ NM	NY NC N	ID OH	OK OR PA
RI SC SD TN	TX UT	VT VA V	VA WV	WI WY PR

Full Name	Full Name (Last name first, if individual)											
Harrick, M	Harrick, Monte Business or Residence Address (Number and Street, City, State, Zip Code)											
			(Number ar s CA 9007		ity, State, Z	Zip Code)						
	Associated I			<u>'</u>								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												tes
AL	AK	AZ	AR	PEXES:	СО	СТ	DE	DC	FL	GA	HI	ID
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MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last nam	e first, if ir	idividual)	,					 -			
Business o	r Residenc	e Address	(Number a	nd Street, C	ity, State.	Zip Code)					<u>-</u>	
Name of A	Associated l	Broker or I	Dealer									
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(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	ROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$ S
	Common Preferred	ა	3
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance	\$44,436,498	\$37,030,415
	Policy)	\$44,436,498	\$37,030,4151
	Answer also in Appendix, Column 3, if filing under ULOE.	\$4 4 ,430,496	357,050,4151
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount
	Accredited Investors	1	Of Purchases \$37,030,415
	Non-accredited Investors.	1	\$57,050,415 \$
	Total (for filings under Rule 504 only)	t	\$37,030,415
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505Regulation A		\$ S
	Rule 504.		\$ \$
	Total		S
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		s
	Legal Fees		S
	Accounting Fees		S
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)		\$881,888
	Other Expenses (identify)	Ц	\$
	Total	\sqcup	S
	b. Enter the difference between the aggregate offering price given in		

		Question 4.a. This difference is the "adjusted gross"		\$43,554,610
5.	or proposed to be use any purpose is not knoof the estimate. The t	nount of the adjusted gross proceed to the issuer used d for each of the purposes show. If the amount for own, furnish an estimate and check the box to the left otal of the payments listed must equal the adjusted issuer set fort in response to Part C – Question 4.b.		-
	auove.		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		□s	s
		ate		s
		leasing and installation of machinery	s	s
	Construction or least	s	s	
	Acquisition of othe involved in this offer securities of another.	s	s	
		ther issuer pursuant to a merger)tedness	□s	s
	Working capital	s	□s	
	Other (specify):		s	□s
			s	s
-			s	 \$
	Total Payments Lis	ted (column totals added)	\$	
		D. FEDERAL SIGNATURE		
is filed under U.S. Securities	Rule 505, the folloes and Exchange Co	tice to be signed by the undersigned duly authoriz wing signature constitutes an undertaking by the mmission, upon written request of its staff, the in westor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
Issuer (Print o Nationwide P Variable Acco	rivate Placement	Signature April Van Detro	Date 4/9/07	
Name of Sign April VanDer	ner (Print or Type) vort	Title of Signer (Print or Type) Associate Vice President		

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE											
1.		d in 17 CFR 230.262 presently subject to any of the No provisions of such rule?			Yes	No ⊠						
	See Appendix, Column 5, for state response.											
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.											
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.											
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.											
	s read this notification and the undersigned duly aut		ntents to be true a	nd has duly cause	d this notice to be s	igned on						
lssuer (Print Nationwide l Variable Acc	Private Placement	Signature	VanDen	ot	Pate 4/9/07							
Name of Sig April VanDe	ner (Print or Type) ervort	Title of Signer Associate Vice	(Print or Type) President									

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX						
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	to not	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)					fication State (if yes, ich ition of granted) Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
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AZ											

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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)													
Miller, David O.													
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Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215													
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